

**Objection Deadline: January 6, 2010 at 4:00 p.m. (Prevailing Eastern Time)**  
**Hearing Date and Time: January 13, 2010 at 10:00 a.m. (Prevailing Eastern Time)**

CLEARY GOTTlieb STEEN & HAMILTON LLP  
One Liberty Plaza  
New York, New York 10006  
Telephone: (212) 225-2000  
Facsimile: (212) 225-3999  
Sean A. O'Neal

*Attorneys for Banco Bilbao Vizcaya Argentaria, S.A.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
	:
-----X	

**JOINDER OF BANCO BILBAO VIZCAYA ARGENTARIA, S.A. TO THE OBJECTION  
OF SOCIETE GENERALE AND CANADIAN IMPERIAL BANK OF COMMERCE TO  
DEBTORS' MOTION PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULES 3007 AND 9019(b) FOR APPROVAL OF (I)  
CLAIM OBJECTION PROCEDURES AND (II) SETTLEMENT PROCEDURES**

Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA"), by and through its  
undersigned counsel, hereby joins in the Objection Of Société Générale and Canadian Imperial  
Bank of Commerce ("Claimants") to the Debtors' Motion Pursuant to Section 105(a) of the  
Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) for Approval of (i) Claim Objection  
Procedures and (ii) Settlement Procedures (the "Objection"), dated January 5, 2010, and  
incorporates the objections raised therein by reference as if set forth fully herein, and respectfully  
represent as follows:

1. BBVA is a creditor of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-captioned cases. BBVA has filed proofs of claim against LBHI arising from, inter alia, bonds, derivative contracts and guarantees.

2. BBVA reserves all rights and nothing herein shall be construed as an admission or waiver of any rights or claims that BBVA may be entitled to assert.

3. BBVA hereby joins with, and incorporates by reference herein, all arguments and assertions set forth in the Objection. In particular, BBVA supports the objections made in paragraphs 14 and 15 of the Objection, which request that the deadline for any response be expanded from twenty-one to sixty days following the mailing of an objection by the Debtors. For claimants outside the United States such as BBVA, twenty-one days is simply too short given the time for mail to arrive to an international destination. If the deadline is not lengthened, then BBVA might find itself with only a few days to prepare and file a response following receipt of notice of an objection by the Debtors.

4. BBVA reserves all rights to be heard before the Court with regard to the issues raised in the Objection.

WHEREFORE, for the reasons set forth herein, BBVA respectfully joins in the Objection and requests that the relief sought therein be made fully applicable to BBVA; and that this Court grant such other and further relief as this Court may deem just or proper.

Dated: New York, New York  
January 6, 2010

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: /s/ Sean A. O'Neal  
Sean A. O'Neal  
One Liberty Plaza  
New York, New York 10006  
Telephone: (212) 225-2000  
Facsimile: (212) 225-3999

*Attorneys for Banco Bilbao Vizcaya Argentaria, S.A.*